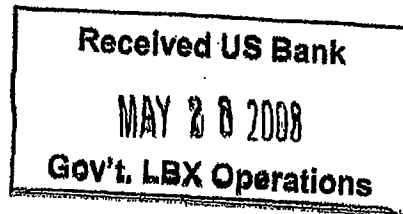


Paul Hastings



WC 08-79

Paul, Hastings, Janofsky & Walker LLP  
875 15th Street, N.W. • Washington, DC 20005  
telephone 202 551 1700 • facsimile 202 551 1705 • www.paulhastings.com

Atlanta  
Beijing  
Brussels  
Chicago  
Hong Kong  
London  
Los Angeles  
Milan  
New York  
Orange County  
Palo Alto  
Paris  
San Diego  
San Francisco  
Shanghai  
Stamford  
Tokyo  
Washington, DC

(202) 551-1791  
taragiunta@paulhastings.com

May 27, 2008

DOCKET FILE COPY ORIGINAL

73986.00005

VIA COURIER

DATE STAMP  
AND RETURN

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Application of Vanco Solutions, Inc., Vanco US LLC, Vanco plc (in administration), and FLAG Telecom Group Services Limited for Consent to Transfer Control of Domestic and International Section 214 Authorizations

Dear Ms. Dortch:

On behalf of Vanco Solutions, Inc. ("Vanco Solutions"), Vanco US LLC ("Vanco US"), Vanco plc (in administration) ("Vanco plc"), and FLAG Telecom Group Services Limited ("FLAG" and, together with Vanco Solutions, Vanco US, and Vanco plc "Applicants"), enclosed please find an original and six (6) copies of an application for consent to transfer control of domestic and international Section 214 authorizations held by Vanco Solutions and Vanco US from Vanco plc to FLAG.

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application.

Also enclosed please find a completed Fee Remittance Form 159 containing a valid American Express credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, in satisfaction of the filing fee for this application under line 2.b of Section 1.1105 of the Commission's Rules.

The Applicants also have filed the application with the International Bureau through the MyIBFS filing system.

Paul Hastings

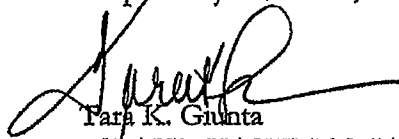
Marlene H. Dortch

May 27, 2008

Page 2

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Tara K. Giunta

of PAUL, HASTINGS, JANOFSKY & WALKER LLP

LEGAL\_US\_E # 79537001.1

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

|   |   |                            |
|---|---|----------------------------|
| In the Matter of                              | ) |                            |
|   | ) |                            |
| <b>Vanco Solutions, Inc.</b>                  | ) | WB Docket No. 08-_____     |
|   | ) |                            |
| and   | ) |                            |
|   | ) |                            |
| <b>Vanco US LLC</b>                           | ) |                            |
| <i>Licensees</i>                              | ) |                            |
|   | ) |                            |
| <b>Vanco plc (in administration)</b>          | ) | File No. ITC-T/C-2008_____ |
| <i>Transferor</i>                             | ) |                            |
|   | ) |                            |
| <b>FLAG Telecom Group Services Limited</b>    | ) |                            |
| <i>Transferee</i>                             | ) |                            |
|   | ) |                            |
| Application for Consent to Transfer Control   | ) |                            |
| of Companies Holding International            | ) |                            |
| Authorizations and Blanket Domestic           | ) |                            |
| Authorizations Pursuant to Section 214 of the | ) |                            |
| Communications Act of 1934, as Amended        | ) |                            |

**APPLICATION**

Vanco Solutions, Inc. ("Vanco Solutions"), Vanco US LLC ("Vanco US," and together with Vanco Solutions, "Vanco"), Vanco plc (in administration) ("Vanco plc"), and FLAG Telecom Group Services Limited ("FLAG" and, together with Vanco and Vanco plc, the "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24(e), to transfer control of Vanco through its holding company, Vanco plc, to FLAG. Pursuant to an

Agreement for the Sale of Shares<sup>1</sup> (the "Agreement"), FLAG will become the indirect owner of Vanco, as a result of an all-cash transaction.<sup>2</sup> Pioneer of the Virtual Network Operator (VNO) model of network outsourcing, Vanco is a network service provider that does not own telecommunications infrastructure and therefore has the freedom to provide enterprise clients with the optimum global network solution. Available in 230 countries and territories, Vanco's network outsourcing services enable clients to achieve maximum network choice and flexibility, lowest lifetime cost, and a dedicated focus on service excellence. FLAG is a wholly-owned direct subsidiary of Reliance Globalcom Limited ("RGL," or, together with its subsidiaries, "Reliance Globalcom"), a leading provider of international network transport and data services to telecommunications operators, content providers and ISPs, with operations in 19 countries, including the U.S. Reliance Globalcom owns and manages a high-speed fiber optic and MPLS/IP network that connects key business markets in Asia, Europe, the Middle East and the United States. Reliance Globalcom's parent company is Reliance Communications Limited ("Reliance"), one of India's largest telecommunications service providers.

---

<sup>1</sup> As more fully explained in the accompanying request for special temporary authorization ("STA"), the Parties are also seeking temporary authorization pending grant of this application due to the extreme exigent circumstances facing Vanco which is in Administration in the United Kingdom. "Administration" is the United Kingdom equivalent of an insolvency proceeding, similar to a bankruptcy filing in the United States.

<sup>2</sup> Given the dire financial condition of Vanco and the lack of additional interim financing available to it, on May 24, 2008 FLAG closed on the acquisition of the non-US business of Vanco plc. Under the Agreement, ownership of Vanco will not transfer to FLAG unless and until the parties have received authorization from the FCC to complete such transfer (including by way of special temporary authorization, for which the parties are submitting requests simultaneously with this filing). The parties have entered into a Management Services Agreement, also dated May 24, 2008, under which FLAG will manage and operate the U.S. business of Vanco under the supervision and control of Vanco plc and the Administrator pending receipt of such approval.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for Commission consent to the proposed transfer of control. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

This transaction will not involve a transfer of operating authority, assets or customers. Vanco will continue to provide service to its existing customers under existing service arrangements. The proposed transaction, therefore, will be transparent and seamless to Vanco's customers. However, absent the acquisition of Vanco by FLAG, Vanco will be insolvent and will be forced immediately to cease providing services to its enterprise customers. Appended hereto as *Exhibit B* are organizational diagrams that illustrate the current corporate structure of the parties to the transaction and the structure that will exist following consummation of the proposed transaction.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in FLAG (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) FLAG (through Vanco, including their respective affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is

not a party to the transaction; and (3) neither FLAG, Vanco, nor any of their respective affiliates are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under Section 63.12 because post-close (1) FLAG is not affiliated with any dominant U.S. carrier whose services FLAG (through Vanco) may resell; (2) although FLAG is affiliated with foreign carriers, each of these carriers qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3); and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

#### **I. APPLICANTS**

##### **A. Vanco US, LLC (FRN 0016640393), Vanco Solutions, Inc., (FRN 0016640427), and Vanco plc (FRN 0017794124)**

Vanco Solutions is a Delaware corporation formed in 2006. Vanco US is a Delaware limited liability company formed in 2002. Vanco is located at 200 S. Wacker Drive, Suite 1600, Chicago, Illinois 60606. Pioneer of the Virtual Network Operator (VNO) model of network outsourcing, Vanco is a network service provider that does not own telecommunications infrastructure and therefore has the freedom to provide enterprise clients with the optimum global network solution. Available in 230 countries and territories, Vanco's network outsourcing services enable clients to achieve maximum network choice and flexibility, lowest lifetime cost, and a dedicated focus on service excellence.

Vanco Solutions and Vanco US were authorized by the Commission under Section 214 of the Act in File Nos. ITC-214-20070703-00260 and ITC-214-20070703-00262, respectively, both granted on August 7, 2007, to provide international

telecommunications services on a global or limited global facilities-based and resale basis. Vanco Solutions and Vanco US will continue to hold their respective Commission authorizations to provide international services following the transfer of control.

Vanco is 100% owned by VNO Direct Limited ("VNO Direct"), a company incorporated under the laws of England and Wales whose principal business is the same as Vanco, and which is located at Units 1 & 2, Great West Plaza, Riverbank Way, Brentford, Middlesex, TW8 9RE, United Kingdom.

VNO Direct is 100% owned by Vanco Group Limited ("Vanco Group"), a company incorporated under the laws of England and Wales whose principal business is the same as Vanco, and which is located at the same address as VNO Direct.

Vanco Group is 100% owned by Vanco plc, a company incorporated under the laws of England and Wales that functions as a holding company, and which is located at the same address as Vanco Direct. Edward Allen Timpany ("Timpany"), a citizen of the United Kingdom, along with various trusts controlled by Timpany, currently holds a near majority of the shares of Vanco plc, and no other individual or entity owns ten percent or more of such entity's shares. Mr. Timpany resides at Hazeley House, Hazeley Heath, Hartley Wintney, Basinstoke, Hampshire, RG27 8LT, United Kingdom. Vanco Group is currently in Administration in the United Kingdom. "Administration" is the United Kingdom equivalent of an insolvency proceeding, similar to a bankruptcy filing in the United States.

**B. FLAG (FRN 0016770455)**

FLAG, a Bermuda company, is located at Milner House, 18 Parliament Street, Hamilton HM 12, Bermuda. Reliance Globalcom (including FLAG) is a leading provider of international network transport and data services to telecommunications operators,

content providers and ISPs, with operations in 19 countries. Reliance Globalcom owns and manages a high-speed fiber optic and MPLS/IP network that connects key business markets in Asia, Europe, the Middle East and the United States. Reliance Globalcom is a carrier's carrier that serves large consumers of international communications capacity.

FLAG is not authorized to provide telecommunications services in any state, nor is it authorized by the Commission under Section 214 of the Act to provide international telecommunications services. RGL holds submarine cable landing licenses from the Commission, as do other Reliance affiliates. Reliance Communications, Inc. ("RCI"), a FLAG affiliate that is a wholly-owned indirect subsidiary of Reliance, holds an international Section 214 authorization from the Commission, as described in Section IV below. Reliance Communications International, Inc., a wholly-owned subsidiary of RCI, provides prepaid international calling card services in the United States but does not provide U.S. domestic telecommunications services. RCI is a wholly-owned subsidiary of Reliance Infocom BV ("RIBV"), which holds a 78.8% ownership interest in Reliance Group.

Reliance Globalcom Services, Inc. (formerly Yipes Enterprise Services, Inc.) ("RGS"), a wholly-owned subsidiary of FLAG, is authorized to provide competitive local telecommunications services in the following states: California, Florida, Maryland, New York, Pennsylvania, Virginia and the District of Columbia. RGS is authorized to provide local and interexchange telecommunications services in the following states: Connecticut, Georgia, Illinois, Massachusetts, New Jersey, Texas and Washington. RGS was authorized by the Commission under Section 214 of the Act in File No. ITC-214-20031104-00505, granted December 5, 2003, to provide international



telecommunications services on a global or limited global facilities-based and resale basis.

FLAG has no other affiliates that offer domestic telecommunications services.

Reliance, an indirect parent of FLAG, is a limited company organized under the laws of India and is part of the Reliance Anil Dhirubhai Ambani Group, one of the top business groups in India with a group market capitalization of over \$41 billion. Reliance is one of India's foremost integrated telecommunications service providers but does not hold a 50 percent market share in any of the services it provides. Its customers include more than 32 million wireless customers (representing roughly 20 percent of India's vast wireless market) and over 1 million overseas retail customers. Its corporate customers include 600 Indian and 250 multinational corporations and over 200 global carriers. In India, Reliance has established a next generation, integrated (wireless and wireline), convergent (voice, data and video) digital network. Reliance and its subsidiaries own and operate an IP-enabled infrastructure comprised of over 150,000 kilometers of fiber optic cable systems in India, the United States, Europe, the Middle East and the Asia Pacific region. Reliance Group Limited, Reliable Internet Services Limited, Reliance Communications Infrastructure Limited, and Reliance Group Infrastructure Limited are wholly-owned subsidiaries of Reliance that provide domestic telecommunications services in India.

The complete ownership of FLAG is described in Section IV below.

## **II. DESCRIPTION OF THE TRANSACTION**

By this Application, the Applicants request approval for the transfer of control of Vanco from Vanco plc to FLAG. Vanco Group, through its parent Vanco plc, is in administration in the United Kingdom. Pursuant to an Agreement for the Sale of Shares ("Agreement"), FLAG has acquired the non-U.S. business of Vanco Group and will

become the indirect 100 percent owner of Vanco, as a result of an all-cash transaction. Thus, FLAG will become the new corporate parent of Vanco. The post-close ownership of Vanco is described in Section IV below.

### **III. PUBLIC INTEREST STATEMENT**

The proposed transfer of control described herein will serve the public interest. Vanco provides important telecommunications services through its virtual network to many domestic and multinational companies. Unfortunately, Vanco plc is almost out of cash and cannot draw any further on its bank credit facility. Vanco's CEO recently resigned. A restructuring expert was subsequently appointed to deal with Vanco plc's financial crisis. Vanco plc was ultimately placed in Administration which, as previously stated, is a type of insolvency proceeding in the United Kingdom (similar to a bankruptcy filing in the United States). With the acquisition of Vanco by FLAG, Vanco will be able to continue to provide high-quality, uninterrupted services to its enterprise customers. With the backing of FLAG, Vanco will solidify its financial condition, expand its reach worldwide and be able to continue to serve its domestic U.S. enterprise customers with international communications needs. Vanco will be strategically and operationally integrated within FLAG; new management will assume control of the company and ensure a seamless transition so that Vanco continues to meet its responsibilities and obligations to customers.

At the same time, the proposed transaction does not present any anti-competitive issues. The transaction will be completely transparent to consumers. Vanco will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Furthermore, the proposed transaction will not have a negative impact on competition. No existing or potential

competitors will be eliminated as a result of the proposed transaction. To the contrary, the proposed transaction will provide Vanco the financial and operational ability to continue to provide service to its customers, thereby preventing one competitor from exiting the U.S. market and furthering the Commission's policies favoring increased competition and greater diversity and quality of services. This will enable both FLAG and Vanco to be more effective competitors in the markets in which they operate, which will further benefit consumers by bringing a diversity of services at competitive prices.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(E) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

**(a) Name, address and telephone number of the Applicants:**

Vanco Solutions, Inc. (licensee)  
200 S. Wacker Drive  
Suite 1600  
Chicago, IL 60606  
Tel: (312) 660-5000

Vanco US, LLC (licensee)  
200 S. Wacker Drive  
Suite 1600  
Chicago, IL 60606  
Tel: (312) 660-5000

Vanco plc (transferor)  
Units 1 & 2  
Great West Plaza  
Riverbank Way  
Brentford, Middlesex  
TW8 9RE  
United Kingdom  
Tel: +44 208 636 1700

FLAG Telecom Group Services Limited (transferee)  
Sovereign Court, 635 Simpson Road  
Simpson West Drayton  
Middlesex UB7 OJE  
United Kingdom  
Attn: R H Riley  
Legal Department  
Tel: (+44) 20 8282 1559

- (b) Vanco US is a limited liability company organized under the laws of the State of Delaware. Vanco Solutions is a corporation organized under the laws of Delaware. Vanco plc is a company incorporated under the laws of England and Wales. FLAG is a corporation organized under the laws of Bermuda.

- (c) Correspondence concerning this Application should be sent to:

For Vanco and Vanco plc:

Benjamin W. Bronston  
Nowalsky, Bronston & Gothard  
A Professional Limited Liability Company  
24 Greenway Plaza  
Suite 965  
Houston, Texas 77046  
Telephone: (713) 585-3515  
Fax: (713) 583-9720  
Email: bbronston@nbglaw.com

For Reliance:

Tara K. Giunta  
J. Steven Rich  
Paul, Hastings, Janofsky & Walker, LLP  
875 15th Street, NW  
Washington, DC 20005  
Telephone: (202) 551-1700  
Fax: (202) 551-0198  
Email: taragiunta@paulhastings.com

With copies to:

Jarrett Appleby  
Reliance Globalcom Ltd.

Sovereign Court  
635 Sipson Road  
Middlesex UB7 0JE  
Telephone: 44-20-8564-5818  
Fax: 44-20-8564-5901  
Email: JAppleby@relianceglobalcom.com

- (d) Vanco Solutions and Vanco US are authorized by the Commission in File Nos. ITC-214-20070703-00260 and ITC-214-20070703-00262, respectively, both granted August 7, 2007, to provide international telecommunications services on a global or limited global facilities-based and resale basis. FLAG does not hold Section 214 authority. Reliance does not hold Section 214 authority. FLAG's affiliate, Reliance Communications, Inc., a wholly-owned subsidiary of Reliance, is authorized by the Commission in File No. ITC-214-20021107-00535, granted January 1, 2003, to provide global or limited global facilities-based service and global or limited global resale service. The Commission approved the transfer of control of Reliance Communications, Inc. from Reliance to Anil Ambani in ITC-T/C-20061109-00517 on March 30, 2007.
- (h) Following the transaction described herein, Vanco will continue to be a 100% wholly-owned indirect subsidiary of Vanco Group, a United Kingdom corporation located at Units 1 & 2, Great West Plaza, Riverbank Way, Brentford, Middlesex, TW8 9RE, United Kingdom. Vanco Group is a virtual network operator. Vanco will be a 100% wholly owned subsidiary of Reliance, a Bermuda corporation located at Sovereign Court, 635 Simpson Road, Simpson West Drayton, Middlesex UB7 0JE, United Kingdom. Reliance's principal business is telecommunications.

The following entities and individuals own 10% or more of the equity or voting interests<sup>3</sup> in Reliance (please also see *Exhibit B* appended hereto):

|  |   |
|--|---|
| <i>Name:</i>                             | Reliance Globalcom Limited (RGL)                              |
| <i>Address:</i>                          | Milner House<br>18 Parliament Street<br>Hamilton HM12 Bermuda |
| <i>Citizenship:</i>                      | Incorporated in Bermuda                                       |
| <i>Principal Business:</i>               | Telecommunications  |
| <i>Percentage of Equity in Reliance:</i> | 100% direct   |

|                 |                                       |
|-----------------|---------------------------------------|
| <i>Name:</i>    | Lagerwood Investments Limited (LIL)   |
| <i>Address:</i> | Arch Makariou III<br>229 Meliza Court |

---

<sup>3</sup> Unless otherwise noted, ownership percentages refer to ownership of both equity and voting interests in Reliance.

|  |  |
|--|--|
| <i>Citizenship:</i>                      | 4th Floor P.C. 3105,   |
| <i>Principal Business:</i>               | Limassol, Cyprus   |
| <i>Percentage of Equity in Reliance:</i> | Incorporated in Cyprus<br>Holding Strategic Investments  |
|  | 20% Indirect (through 20% direct ownership of RGL)   |
| <i>Name:</i>                             | Reliance Communications Shareholders Trust (RCS Trust)   |
| <i>Address:</i>                          | 15, Agiou Pavlou Street,<br>Ledra House, 1105<br>Nicosia, Cyprus   |
| <i>Citizenship:</i>                      | Created in Cyprus  |
| <i>Principal Business:</i>               | Holding Strategic Investments  |
| <i>Percentage of Equity in Reliance:</i> | 20% Indirect (through 100% direct ownership of Lagerwood Investments Limited)                                    |
| <i>Name:</i>                             | Reliance Infocom BV (RIBV)   |
| <i>Address:</i>                          | Amsteldijk 166,<br>1079 LH Amsterdam,<br>The Netherlands   |
| <i>Citizenship:</i>                      | The Netherlands  |
| <i>Principal Business:</i>               | Holding Strategic Investments  |
| <i>Percentage of Equity in Reliance:</i> | 78.8% Indirect (through 78.8% direct ownership of RGL)   |
| <i>Name:</i>                             | Reliance Gateway Net Limited ("RGNL")  |
| <i>Address:</i>                          | H Block, 1 <sup>st</sup> Floor<br>Dhirubhai Ambani Knowledge City<br>Navi Mumbai – 400 710<br>Maharashtra, India |
| <i>Citizenship:</i>                      | Incorporated in India  |
| <i>Principal Business:</i>               | Holding Strategic Investments  |
| <i>Percentage of Equity in Reliance:</i> | 80% Indirect (through 1.2% direct ownership of RGL and 78.8% indirect through Reliance Infocom BV)               |

---

<sup>4</sup> Through operation of the multiplier specified in Section 63.18(h) note, when calculating attributable interests, wherever the ownership percentage for any link in the ownership chain between a licensee and the ultimate controlling party exceeds 50%, it is to be treated as a 100% interest. See note to paragraph (h).

<sup>5</sup> *Id.*

<sup>6</sup> *Id.*

<sup>7</sup> *Id.*

*Name:* Reliance Communications Limited  
("Reliance")  
*Address:* H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai – 400 710  
Maharashtra, India  
*Citizenship:* Incorporated in India  
*Principal Business:* Holding Strategic Investments  
*Percentage of Equity in Reliance:* 100% Indirect (through 80% (100% direct ownership of RGNL and 10% direct ownership and 90% indirect ownership through RGNL in RIBV). 20% economic interest through RCS Trust)

*Name:* AAA Communications Private Limited  
(AAACPL)  
*Address:* 3<sup>rd</sup> Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India  
*Citizenship:* Incorporated in India  
*Principal Business:* Holding Strategic Investments  
*Percentage of Equity in Reliance:* 100% Indirect (through 63.98% direct ownership of Reliance)<sup>4</sup>

*Name:* Reliance Innoventures Private Limited  
(RIPL)  
*Address:* 3<sup>rd</sup> Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India  
*Citizenship:* Incorporated in India  
*Principal Business:* Holding Strategic Investments  
*Percentage of Equity in Reliance:* 100% Indirect (through 63.98% direct ownership of AAA Communications Private Limited and 0.56% direct ownership of Reliance)<sup>5</sup>

*Name:* Mr. Anil Ambani  
*Address:* Reliance Center,  
19, Walchand Hirachand Marg,  
Ballard Estate  
Mumbai, India  
400038  
*Citizenship:* India  
*Principal Business:* Industrialist

*Percentage of Equity in Reliance:* 100% indirect (through 67% direct ownership of RIPL and 0.09% direct ownership of Reliance)<sup>6</sup>

*Name:* Mrs. Kokilaben Ambani  
*Address:* Reliance Center,  
 19, Walchand Hirachand Marg,  
 Ballard Estate  
 Mumbai, India  
 400038

*Citizenship:* India  
*Principal Business:* Investor  
*Percentage of Equity in Reliance:* 21.2982% indirect (through 33% direct ownership of RIPL and 0.23% direct ownership of Reliance)<sup>7</sup>

No other person or entity holds 10% or more of the equity or voting interests in Reliance.

There will be interlocking directorates with a foreign carrier post-close as follows:

| <u>Name of the Company</u>            | <u>Country</u> | <u>Directors/Officers</u>            |
|---------------------------------------|----------------|--------------------------------------|
| FLAG Telecom Group Services Limited   | Bermuda        | Rod Riley<br>Mike Sauer<br>Owen Best |
| Reliance Globalcom Limited            | Bermuda        | Rod Riley*                           |
| Reliance FLAG Telecom Ireland Limited | Ireland        | Rod Riley*                           |
| FLAG Atlantic UK Limited              | UK             | Rod Riley                            |
| Reliance Globalcom (UK) Limited       | <u>UK</u>      | Rod Riley                            |
| Reliance FLAG Atlantic France SAS     | France         | Mike Sauer                           |
| FLAG Telecom (Taiwan) Limited         | Taiwan         | Owen Best                            |
| FLAG Telecom Hellas AE                | Greece         | Rod Riley                            |



|                                      |           |                          |
|--------------------------------------|-----------|--------------------------|
| FLAG Telecom Japan Limited           | Japan     | Owen Best                |
| FLAG Telecom Asia Limited            | Hong Kong | Owen Best                |
| Reliance Communications Canada Inc.  | Delaware  | Mike Sauer               |
| FLAG Pacific Holdings Limited        |           | Rod Riley*<br>Mike Sauer |
| FLAG Pacific Limited                 |           | Rod Riley*<br>Mike Sauer |
| FLAG Telecom Development Limited     |           | Rod Riley*<br>Owen Best  |
| FLAG Telecom Network Services Ltd    |           | Rod Riley*               |
| FLAG Telecom Ireland Network Limited |           |                          |
| FLAG WEB Limited                     |           | Rod Riley*<br>Mike Sauer |

\* Mr. Rod Riley is only an officer in the above companies

- (i) As evidenced by the signature to this Application, Reliance certifies that it is affiliated with certain foreign carriers, as that term is defined by Section 63.09 of the Commission's rules, that are subsidiaries of Reliance (in the case of FLAG Telecom Asia Limited – Hong Kong, FLAG Telecom Deutschland GmbH – Germany, and FLAG Telecom Hellas A.E. – Greece) and others that are not subsidiaries of Reliance but are subsidiaries of Reliance's parent company,. These foreign carrier affiliates each have a market share of less than 50% in the international transport and the local access markets in the markets in which they operate and therefore are presumptively non-dominant and lacking in market power.<sup>8</sup> The foreign carrier affiliates are set forth below.

Destination Country

Foreign Carrier Affiliate

<sup>8</sup> See 47 C.F.R. §§ 1.767(k)(2), 63.12(c)(1), 63.10(a)(3).

|                           |                                     |
|---------------------------|-------------------------------------|
| Hong Kong                 | FLAG Telecom Asia Limited           |
| Ireland                   | FLAG Telecom Ireland Limited        |
| Italy                     | FLAG Telecom Servizi Italia SpA     |
|                           | FLAG Telecom Ireland Limited        |
| Japan                     | FLAG Telecom Japan Limited          |
| Republic of Korea (South) | Seoul Telenet, Inc.                 |
| Singapore                 | FLAG Telecom Singapore Pte. Limited |
| Taiwan (Chinese Taipei)   | FLAG Telecom (Taiwan) Limited       |

|                |                                   |
|----------------|-----------------------------------|
| France         | Reliance FLAG Atlantic France SAS |
| Netherlands    | FLAG Telecom Nederland BV         |
|                | FLAG Telecom Ireland Limited      |
| Spain          | FLAG Telecom Espana SA            |
| United Kingdom | FLAG Atlantic UK Limited          |
| Germany        | FLAG Telecom Deutschland GmbH     |
| Greece         | FLAG Telecom Hellas A.E.          |

Reliance, an indirect parent company of FLAG, is a foreign carrier authorized to provide competitive wireline and wireless voice and data services in India. FLAG is also affiliated with the foreign carriers specified below. Each such carrier is non-dominant in the competitive markets in which it operates. Specifically, each foreign carrier affiliate has less than a 50% market share in the international transport and local access markets in the market in which it operates (and Reliance, RTL, RISL, RCIL and RTIL in the aggregate do not have a 50% or greater share of the market for international transport and local access in India). Reliance's foreign carrier affiliates are:

| <u>Destination Country</u> | <u>Foreign Carrier Affiliate</u>                        |
|----------------------------|---|
| India                      | Reliance Telecom Limited ("RTL")                        |
|                            | Reliance Communications Infrastructure Limited ("RCIL") |

|                |  |
|----------------|--|
|                | Reliable Internet Services Limited                         |
|                | Reliance Telecom Infrastructure Limited                    |
| United Kingdom | Reliance Communications UK Limited                         |
| Canada         | Reliance Communications Canada, Inc.                       |
| Australia      | Reliance Communications (Australia) Pty Limited            |
| New Zealand    | Reliance Communications (New Zealand) Pte Limited          |
| Singapore      | Reliance Communications (Singapore) Pty Limited            |
| Hong Kong      | Reliance Communications (Hong Kong) Pty Limited ("RCHKPL") |
| Malaysia       | Reliance SBN BHD   |

Reliance Communications (Australia) Pty Limited, Reliance Communications (New Zealand) Pte Limited, Reliance Communications (Singapore) Pty Limited, Reliance Communications (Hong Kong) Pty Limited, Reliance SBN BHD, Reliance Communications Canada, Inc., Reliance Communications UK Limited also are subsidiaries of RIBV.

- (ii) As evidenced by the signature to this Application, Vanco certifies that it is affiliated with certain foreign carriers, as that term is defined by Section 63.09 of the Commission's rules, that are subsidiaries of Vanco plc. These foreign carrier affiliates each have a market share of less than 50% in the international transport and the local access markets in the markets in which they operate and therefore are presumptively non-dominant and lacking in market power.<sup>9</sup> The foreign carrier affiliates are set forth below.

| <u>Destination Country</u> | <u>Foreign Carrier Affiliate</u> |
|----------------------------|----------------------------------|
| Australia                  | Vanco Australasia PTY Limited    |
| Belgium                    | Vanco NV                         |

<sup>9</sup> See 47 C.F.R. §§ 1.767(k)(2), 63.12(c)(1), 63.10(a)(3).

|                |  |
|----------------|--|
| Brazil         | Vanco South America Ltda                   |
| Czech Republic | Vanco Euronet s.r.o.                       |
| Denmark        | Vanco ApS                                  |
| France         | Vanco SAS                                  |
| Germany        | Vanco Deutschland GmbH                     |
| Germany        | Vanco GmbH                                 |
| Greece         | Vanco EpE                                  |
| Hong Kong      | Vanco Hong Kong Solutions Limited          |
| China          | Vanco (Shanghai) Co., Ltd                  |
| India          | Vanco India Private Limited                |
| Italy          | Vanco Srl                                  |
| Japan          | Vanco Japan KK                             |
| Netherlands    | Vanco Benelux BV (Under lease of Vanco BV) |
| Netherlands    | Vanco BV                                   |
| Poland         | Vanco Euronet Sp. z o.o.                   |
| Singapore      | Vanco (Asia Pacific) Pte Ltd               |
| South Africa   | Net Direct SA (Proprietary) Limited        |
| Spain          | Euronet Spain SA                           |
| Sweden         | Vanco Sweden AB                            |
| Switzerland    | Vanco Switzerland A.G.                     |
| United Kingdom | Vanco UK Limited                           |

- (j) As evidenced by the signatures to this Application, the Applicants certify that: (i) FLAG is not a foreign carrier; (ii) Reliance controls foreign carriers in Hong Kong, Germany and Greece; (iii) (A) RGL, an entity that holds a greater than 25 percent ownership interest in FLAG, controls foreign carriers in Bahrain, Italy,

Japan, Republic of Korea (South), Singapore, Taiwan (Chinese Taipei), Belgium, France, Netherlands, Spain and the United Kingdom, and (B) Reliance, an entity that holds a greater than 25 percent ownership interest in FLAG, also controls foreign carriers in India. Reliance and its wholly-owned subsidiary, RIBV (which holds a greater than 25 percent ownership interest in FLAG), also control foreign carriers in the United Kingdom, Canada, Australia, New Zealand, Singapore, Hong Kong and Malaysia; and (iv) FLAG does not seek to provide any international telecommunications services to any destination for which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of FLAG (except as disclosed herein) or are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

As evidenced by the signatures to this Application, the Applicants certify that: (i) Vanco is not a foreign carrier; (ii) Vanco does not control any foreign carriers; (iii) Vanco plc, an entity that holds a greater than 25 percent ownership interest in Vanco, controls foreign carriers in Australia, Belgium, Brazil, China, the Czech Republic, Denmark, France, Germany, Greece, Hong Kong, India, Italy, Japan, the Netherlands, Poland, Singapore, South Africa, Spain, Sweden, Switzerland, and the United Kingdom; and (iv) Vanco does not seek to provide any international telecommunications services to any destination for which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Vanco (except as disclosed herein) or are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

- (k) All the countries listed in (j) above are members of the World Trade Organization.
- (l) Each of the foreign carrier affiliates post-close holds less than 50 percent market share in the international transport and local access markets in their respective countries. Accordingly, these foreign carrier affiliates lack market power, and Reliance is entitled to a presumption of non-dominant treatment.
- (m) See response to (l) above.
- (n) As evidenced by the signatures to this Application, the Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that they will not enter into such agreements in the future.

- (o) As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c), (i) Reliance is not affiliated with any dominant U.S. carrier whose services Reliance (through Vanco) may resell; (ii) although Reliance is affiliated with foreign carriers (listed in (i) above), each of these carriers qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), as each of these carriers lacks a 50 percent market share in the international transport and local access markets on the foreign end of that route; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

## VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

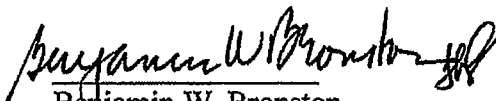
**FLAG Telecom Group  
Services Limited**



Tara K. Giunta  
J. Steven Rich  
Paul, Hastings, Janofsky  
& Walker, LLP  
875 15th Street, NW  
Washington, DC 20005  
Telephone: (202) 551-1700  
Fax: (202) 551-0198

Counsel to Reliance

**Vanco Solutions, Inc.  
Vanco US, LLC  
Vanco plc**



Benjamin W. Bronston  
Nowalsky, Bronston & Gothard  
A Professional Limited Liability Company  
24 Greenway Plaza  
Suite 965  
Houston, TX 77046  
Telephone: (713) 585-3515  
Fax: (713) 583-9720

Counsel to Vanco and Vanco plc

Date: May 27, 2008

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

#### **63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Sections I and IV of the Application.

#### **63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in FLAG (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) FLAG (through Vanco, including their respective affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither Vanco, FLAG, nor any of their respective affiliates are regulated as dominant with respect to any service.



**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

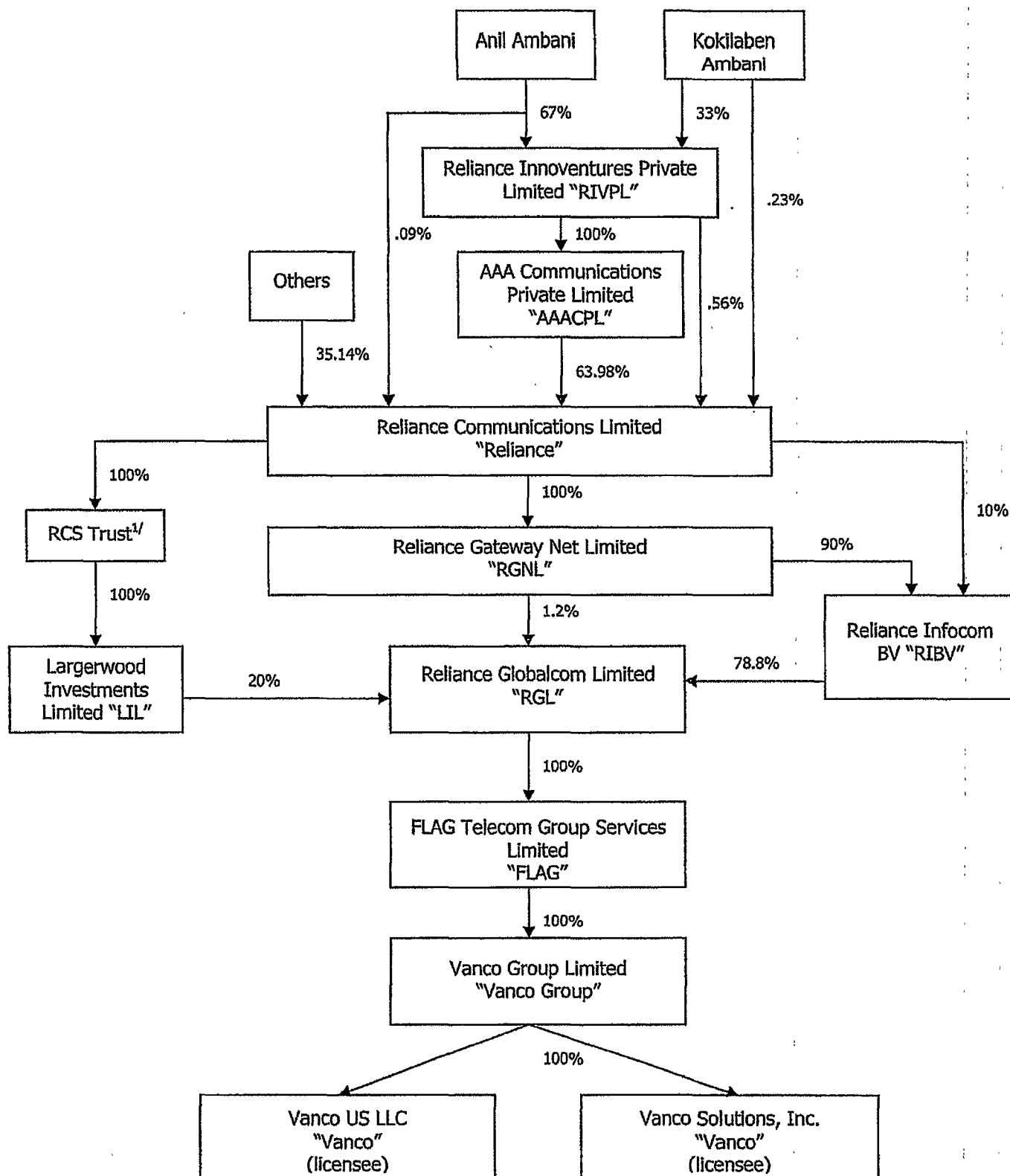
None.

**63.04(b)(12): Public Interest Statement**

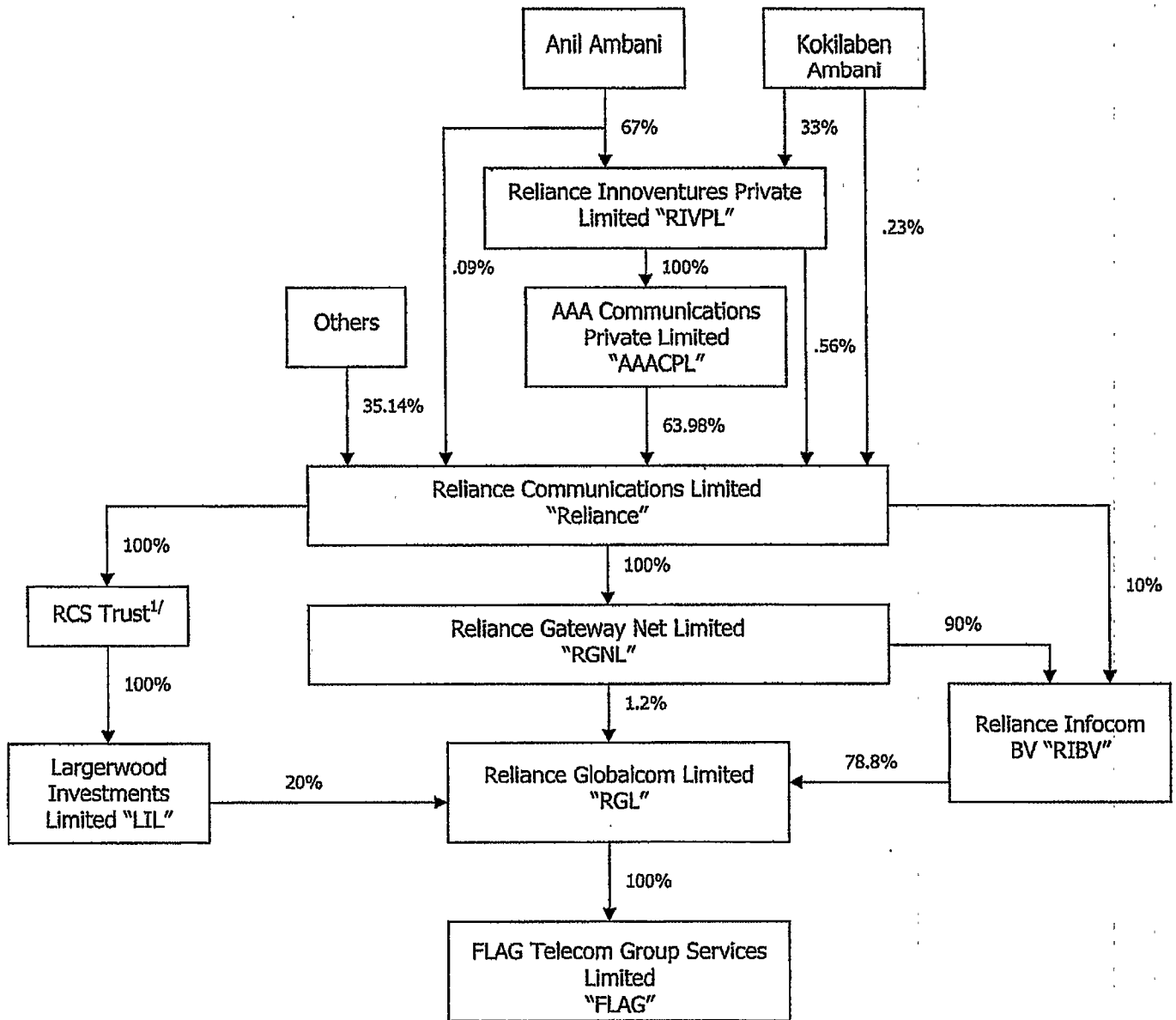
The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

# EXHIBIT B

## Corporate Structure of Vanco US LLC and Vanco Solutions, Inc. Post-Close



**Current Corporate Structure of FLAG Telecom Global Service Limited**



**Current Corporate Structure of Vanco US LLC and Vanco Solutions, Inc.**

